

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
)	
DELPHI CORPORATION, et al.,)	Case No. 05-44481(RDD)
)	
Debtors.)	(Jointly Administered)
_____)	

**NOTICE OF FILING SECOND INTERIM APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF WARNER STEVENS, L.L.P., AS
CONFLICTS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD OF FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

PLEASE TAKE NOTICE that on July 31, 2006, Warner Stevens, L.L.P., as Conflicts Counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Delphi Corporation and its affiliated debtors in the above-captioned cases (collectively, “Delphi” or the “Debtors”), filed its Second Interim Application for Compensation and Reimbursement of Expenses for the Period of February 1, 2006 through May 31, 2006 (the “Application”), with the United States Bankruptcy Court for the Southern District of New York.

PLEASE TAKE FURTHER NOTICE that the Application requests interim approval of compensation for professional fees in the amount of \$502,652.50 and reimbursement of expenses incurred in the amount of \$23,618.63 for the period of February 1, 2006 through May 31, 2006.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held on October 19, 2006, at 10:00 a.m. (Eastern) (the “Hearing”) before the Honorable Robert D. Drain, at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that the Application may be (1) examined and inspected by interested parties between the hours of 9 a.m. and 4:30 p.m. (Eastern) during the days when the Court is in session, at the offices of the Clerk of the Bankruptcy Court, United

States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, 10004-1408, (2) viewed online at <http://www.nysb.uscourts.gov> or <http://www.delphidocket.com>, or (3) obtained by providing a written request to Warner Stevens, L.L.P., at the address listed below.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the compensation and expenses described in the Application must comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, must be set forth in writing describing the basis for such objection and must be filed with the Court electronically in accordance with General Orders M-182 and M-193, as amended, by registered users of the Bankruptcy Court's electronic case filing system and, by all other parties in interest, on a 3½ inch disk, preferably in Portable Document Format (pdf), WordPerfect or any other Windows-based word processing format (with a hard copy delivered directly to Chambers) and served in accordance with General Order M-182, as amended, or by first-class mail upon each of the following: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan, 48098, Attn: General Counsel; (ii) Skadden Arps Slate Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois, 60606, Attn: John Wm. Butler, Jr., Esq.; (iii) Office of the United States Trustee, 33 Whitehall Street, Suite 2100, New York, New York, 10004, Attn: Alicia M. Leonhard, Esq.; (iv) Latham & Watkins LLP, 885 Third Avenue, New York, New York, 10022-4802, Attn: Robert J. Rosenberg, Esq., (v) Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York, 10017, Attn: Marissa Wesley, Esq.; (vi) Davis Polk & Wardell, 450 Lexington Avenue, New York, New York, 10017, Attn: Marlane Melican, Esq.; and (vii) Warner Stevens, LLP, 301 Commerce, Suite 1700, Fort Worth, Texas,

76102, Attn: Michael D. Warner, so as to be **received no later than 4:00 p.m. (Eastern) on October 12, 2006.**

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: July 31, 2006

/s/ Michael D. Warner
Michael D. Warner
(TX State Bar No. 00792304)
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